Amendments to the Claims

This Listing of the Claims will replace all prior versions, and listings, of claims in the application.

Listing of the Claims:

1.-20. (Cancelled).

21. (Currently Amended) A pharmaceutical composition which comprises a pharmaceutically acceptable carrier and a therapeutically effective amount of a compound of ~~formula I~~ formula IV according to ~~claim 1~~ Claim 27.

22. (Withdrawn) A method of treating a proliferative disease which comprises administering a therapeutically effective amount of a compound of ~~formula I~~ formula IV according to ~~claim 1~~ Claim 27 to a mammal in need of such treatment.

23. (Withdrawn) A method of claim 22 wherein the mammal is a human.

24. (Currently Amended) A compound selected ~~from:~~ from the group consisting of

~~N-[1-Cyclohexyl-2-oxo-2-(6-phenethyl-octahydro-pyrrolo[2,3-c]pyridin-1-yl)-ethyl]-2-methylamino-acetamide;~~

~~2-Methylamino-N-[2-methyl-1-(7-oxo-6-phenethyl-octahydro-pyrrolo[2,3-c]pyridine-1-carbonyl)-propyl]-propionamide;~~

~~2-Methylamino-N-[2-methyl-1-(8-oxo-7-phenethyl-octahydro-pyrrolo[2, 3-c]azepine-1-carbonyl)-propyl]-propionamide;~~

~~2-Methylamino-N-[2-methyl-1-(7-oxo-6-phenethyl-octahydro-pyrrolo[2, 3-c]pyridine-1-carbonyl)-propyl]-butyramide;~~

~~2-Methylamino-N-[2-methyl-1-(7-oxo-6-phenethyl-octahydro-pyrrolo[2,3-c]pyridine-1-carbonyl)-propyl]-butyramide;~~

~~2-Methylamino-N-[2-methyl-1-(8-oxo-7 -phenethyl-octahydro-pyrrolo[2,3-c]azepine-1-carbonyl)-propyl]-butyramide~~;

~~N-[1-Cyclohexyl-2-oxo-2-(7-oxo-6-phenethyl-octahydro-pyrrolo[2,3-c]pyridin-1-yl)ethyl]-2-methylamino-propionamide~~;
~~2-Methylamino-N-{2-methyl-1-[5-(3-methyl-hexa-3,5-dienyl)-6-oxo-hexahydropyrrolo[3,4-b]pyrrole-1-carbonyl]-propyl}-propionamide~~;

~~2-Methylamino-N-[2-methyl-1-(3-methyl-7 -oxo-6-phenethyl-octahydro-pyrrolo[2,3-c]pyridine-1-carbonyl)-propyl]-propionamide~~;

~~2-Methylamino-N-[2-methyl-1-(3-methyl-7 -oxo-6-phenethyl-octahYdro-pyrrolo[2 ,3-c]pyridine-1-carbonyl)-propyl]-propionamide~~;

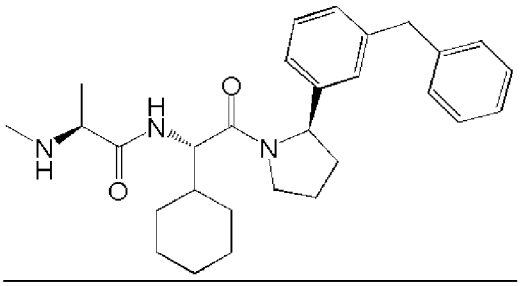
~~*N [1 (* 4-Benzyloxy-7 -oxo-6-phenethyl-octahydro-pyrrolo[2,3-c]pyridine-1-carbonyl)-2-methyl-propyl]-2-methylamino-propionamide~~;

~~*N-[* 1-Cyclohexyl-2-oxo-2-(8-oxo-7-phenethyl-octahydro-pyrrolo[2 ,3-c]azepin-1-yl)ethyl]-2-methylamino-butyramide~~;

~~N-[1-Cyclohexyl-2-oxo-2-(8-oxo-7-phenethyl-octahydro-pyrrolo[2,3-c]azepin-1-yl)ethyl]-2-methylamino-butyramide~~;

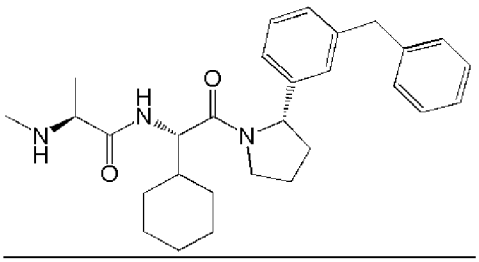
~~*N*-[1-Cyclohexyl-2 -oxo-2 -(7 -phenethyl-octahydro-pyrrolo[2, 3-c]azepin-1-yl)-ethyl]-2-methylamino-propionamide~~;

~~2-Methylamino-N-[2-methyl-1-(8-oxo-7-phenethyl-octahydro-pyrrolo[2,3-c]azepine-1-carbonyl)-propyl]-butyramide~~;

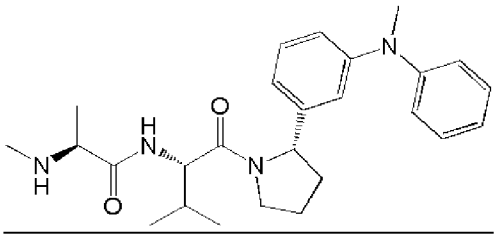


(S)-N-{(S)-2-[(R)-2-(3-Benzyl-phenyl)-pyrrolidin-1-yl]-1-cyclohexyl-2-oxo-ethyl}-2-

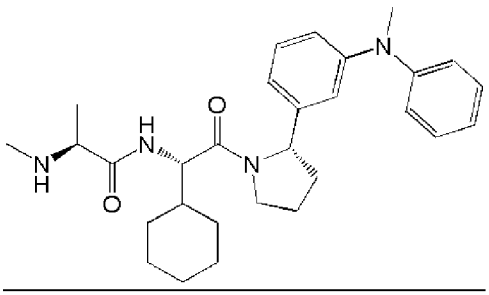
methylamino-propionamide;



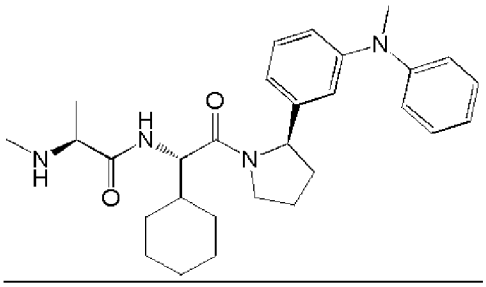
(S)-N-{(S)-2-[(S)-2-(3-Benzyl-phenyl)-pyrrolidin-1-yl]-1-cyclohexyl-2-oxo-ethyl}-2- .
methylamino-propionamide;



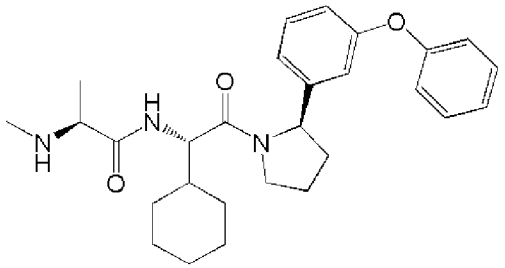
(S)-2-Methylamino-N((S)-2-methyl-1-{(S)-2-[3-(methyl-phenyl-amino)-phenyl]pyrrolidine-1-carbonyl}-propyl)-propionamide;



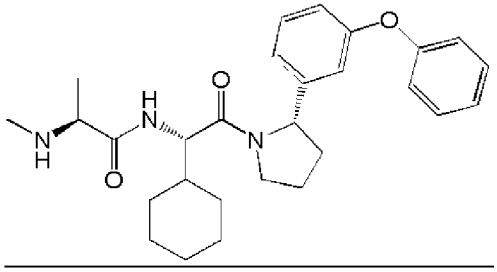
(S)-N-((S)-1-Cyclohexyl-2-{(S)-2-[3-(methyl-phenyl-amino)-phenyl]-pyrrolidin-1-yl}-2-oxo-ethyl)-2-methylamino-propionamide;



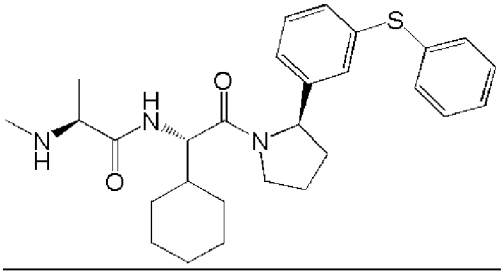
(S)-N-((S)-1-Cyclohexyl-2-{(R)-2-[3 -(methyl-phenyl-amino)-phenyl]-pyrrolidin-1-yl}-2-oxo-ethyl)-2-methylamino-propionamide;



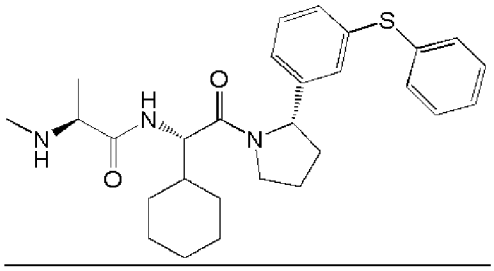
(S)-N-{(S)-1-Cyclohexyl-2-oxo-2-[(R)-2-(3-phenoxy-phenyl)-pyrrolidin-1-yl]-ethyl}-2-methylamino-propionamide;



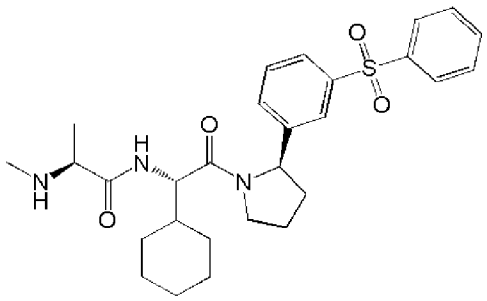
(S)-N-{(S)-1-Cyclohexyl-2-oxo-2-[(S)-2-(3-phenoxy-phenyl)-pyrrolidin-1-yl]-ethyl}-2-methylamino-propionamide;



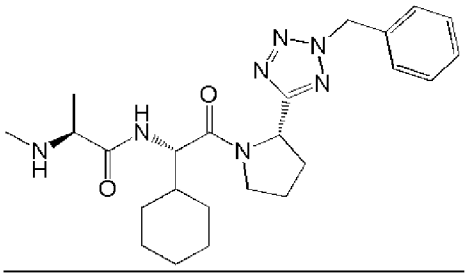
(S)-N-{(S)-1-Cyclohexyl-2-oxo-2-[(R)-2-(3-phenylsulfanyl-phenyl)-pyrrolidin-1-yl]ethyl}-2-methylamino-propionamide;



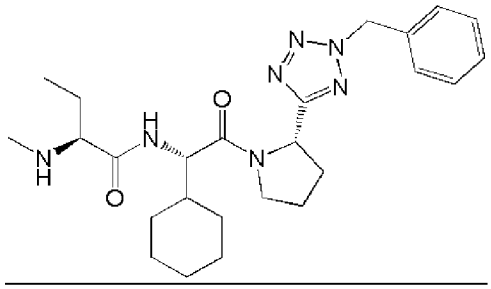
(S)-N-{(S)-1-Cyclohexyl-2-oxo-2-[(S)-2-(3-phenylsulfanyl-phenyl)-pyrrolidin-1-yl]ethyl}-2-methylamino-propionamide;



(S)-N-{(S)-2-[(R)-2 -(3-Benzenesulfonyl-phenyl)-pyrrolidin-1-yl]-1-cyclohexyl-2-oxoethyl}-2-methylamino-propionamide;

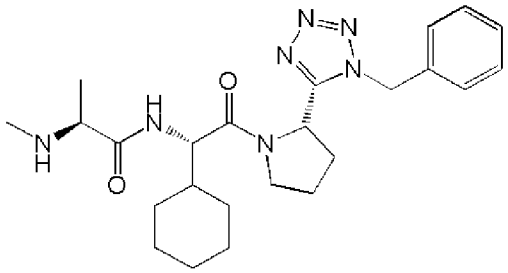


(S)-N-{(S)-2-[(S)-2-(2-Benzyl-2H-tetrazol-5-yl)-pyrrolidin-1-yl]-1-cyclohexyl-2-oxo- . ethyl}-2-methylamino-propionamide;

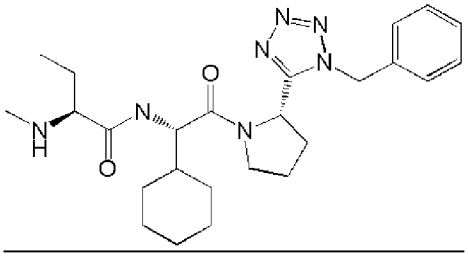


(S)-N-{(S)-2-[(S)-2-(2-Benzyl-2H-tetrazol-5-yl)-pyrrolidin-1-yl]-1-cyclohexyl-2-oxoethyl}-

2-methylamino-butyramide;



(S)-N-{(S)-2-[(S)-2-(1-Benzyl-1H-tetrazol-5-yl)-pyrrolidin-1-yl]-1-cyclohexyl-2-oxoethyl}-2-methylamino- propionamide; and



(S)-N-{(S)-2-[(S)-2-(1-Benzyl-1H-tetrazol-5-yl)-pyrrolidin-1-yl]-1-cyclohexyl-2-oxoethyl}-2-methylamino-butyramide;

~~(S)-N-[(S)-2-[2-(Benzyloxyiminohyl)-pyrrolidin-1-yl]-1-cyclohexyl-2-oxo-ethyl]-2-methylamino-propionamide;~~

~~(S)-2-Methylamino-N-[(S)-2-methyl-1-[2((S)-phenylmethanesulfonylamino-methyl)pyrrolidine-1-carbonyl]-propyl}-propionamide;~~

~~(S)-2-Methylamino-N-[(S)-2-methyl-1-[2((S)-phenylmethanesulfonylamino-methyl)pyrrolidine-1-carbonyl]-propyl}-butyramide;~~

~~N-(1-Cyclohexyl-2-{(S)-2-[(ethyl-indan-2-yl-amino)-methyl]-pyrrolidin-1-yl}-2-oxoethyl)-2-((S)-methylamino)-propionamide;~~

~~(S)-N-[(S)-1-Cyclohexyl-2-(2-{[(S)-indan-2-yl-(2,2,2-trifluoro-ethyl)-amino]-methyl}pyrrolidin-1-yl)-2-oxo-ethyl]-2-methylamino-propionamide;~~

~~(S)-N-((S)-1-Cyclohexyl-2-[2-[((S)-cyclohexyl-phenethyl-amino)-methyl]-pyrrolidin-~~

1-yl]-2-oxo-ethyl)-2-methylamino-propionamide;

(S)-N((S)-2-[2-[((S)-tert-Butyl-phenethyl-amino)-methyl]-pyrrolidin-1-yl]-1-cyclohexyl-2-oxo-ethyl)-2-methylamino-propionamide;

(S)-N-((S)-1-Cyclohexyl-2-[2-[((S)-furan-2-ylmethyl-phenethyl-amino)-methyl]pyrrolidin-1-yl]-2-oxo-ethyl)-2-methylamino-propionamide;

(S)-N-[(S)-1-Cyclohexyl-2-oxo-2-(2-{[(S)-phenethyl-(4-phenyl-butyl)-amino]methyl}-pyrrolidin-1-yl)-ethyl]-2-methylamino-propionamide;

(S)-N-[(S)-1-Cyclohexyl-2-(2-[[(S)-methyl-(4-phenyl-butyl)-amino]-methyl]-pyrrolidin-1-yl)-2-oxo-ethyl]-2 -methylamino-propionamide;

N-[(S)-1-(S)-Cyclohexyl-2-oxo-2((R)-6-phenethyl-octahydro-pyrrolo[2,3-c]pyridin-1-yl)-ethyl]-acetamide;

(S)-N-[(S)-1-(S)-Cyclohexyl-2-oxo-2 ((R)-6-phenethyl-octahydro-pyrrolo [2,3-c]pyridin-1-yl)-ethyl]-2-methylamino-butyramide;

(S)-2-Methylamino-N-[(S)-2-methyl-1 ((R)-6-phenethyl-octahydro-pyrrolo [2,3-c]pyridine-1-carbonyl)-propyl] -propionamide;

(S)-N-[(S)-2,2-Dimethyl-1((R)-6-phenethyl-octahydro-pyrrolo[2,3-c]pyridine-1-carbonyl)-propyl]-2-methylamino-propionamide;

(S)-2-Methylamino-N-[(S)-2-methyl-1 ((R)-6-phenethyl-octahydro-pyrrolo [2,3-c]pyridine-1-carbonyl)-propyl] -butyramide;

(S)-N-[(S)-2,2-Dimethyl-1-((3aR, 7aS)-6-phenethyl-octahydro-pyrrolo[2,3-c]pyridine-1-carbonyl)-propyl]-2-methylamino-propionamide;

(S)-N-((S)-1-Cyclohexyl-2-oxo-2-[(3 aR, 7aS)-6-[2-(2-trifluoromethoxy-phenyl)-ethyl]octahydro-pyrrolo[2, 3- c]pyridin-1-yl]-ethyl)-2-methylamino-propionamide;

~~(S)-N-((S)-1-Cyclohexyl-2-oxo-2-{(3aR, 7aR)-6-[2-(3-trifluoromethoxy-phenyl)-ethyl]octahydro-pyrrolo[2,3- c]pyridin-1-yl}-ethyl)-2-methylamino-propionamide;~~

~~(S) N-[(S)-1-Cyclohexyl-2-oxo-2-((3aR,6aR)-5-phenethyl-hexahydro-pyrrolo[3,4-b]pyrrol-1-yl)-ethyl]-2-methylamino-butyramide;~~

~~(S)-N-[(S)-1-Cyclohexyl-2-oxo-2((3aS,6aS)-5-phenethyl-hexahydro-pyrrolo[3,4-b]pyrrol-1-yl)-ethyl]-2-methylamino-butyramide;~~

~~(S)-N-[(S)-1-Cyclohexyl-2-oxo-2((3aS,6aS)-5-phenethyl-hexahydro-pyrrolo[3,4-b]pyrrol-1-yl)-ethyl]-2-methylamino-propionamide;~~

~~(S)-N-[(S)-1-Cyclohexyl-2-oxo-2-{ (3aS,6aS)-6-oxo-5-phenethyl-hexahydro-pyrrolo[3,4-b]pyrrol-1-yl)-ethyl]- 2-methylamino-butyramide;~~

~~(S)-N-[(R)-1-Cyclohexyl-2-oxo-2-((3aS ,6aS)-6-oxo-5-phenethyl-hexahydro-pyrrolo[3 ,4-b]pyrrol-1-yl)-ethyl]- 2-methylamino-butyramide;~~

~~(S)-N-[(S)-1-Cyclohexyl-2-oxo-2-{(3aS,6aS)-6-oxo-5-phenethyl-hexahydro-~~ pyrrolo[3,4-b]pyrrol-1-yl)-ethyl]- 2-methyJamino-propionamide;

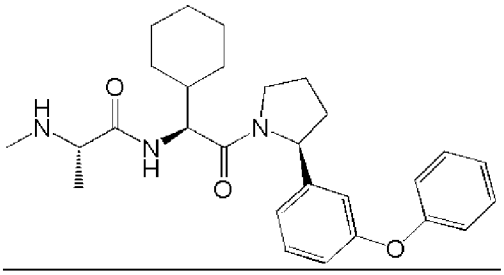
~~(S) N-[(R)-1-Cyclohexyl-2-oxo-2-((3aS,6aS)-6-oxo-5-phenethyl-hexahydro-pyrrolo[3,4-b]pyrrol-1-yl)-ethyl]- 2-methylamino-propionamide;~~

~~(S)-N-[(S)-1-(R)-Cyclohexyl-2-oxo-2 ((S)-7-phenethyl-octahydro-pyrrolo [2,3-c]azepin-1-yl)-ethyl]-2-methylamino-propionamide;~~

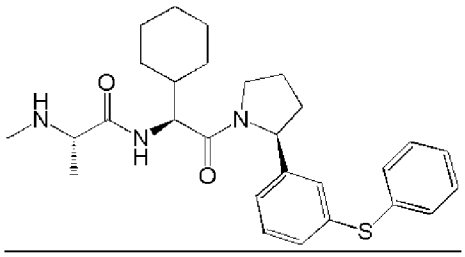
~~(S)-N-[(S)-1-(S)-Cyclohexyl-2-oxo-2 ((R)-8-oxo-7 -phenethyl-octahydro-pyrrolo[2,3-C]azepin-1-yl)-ethyl]-2- methylamino-butyramide; and pharmaceutically acceptablesalts thereof~~
or a pharmaceutically acceptable salt thereof.

25. (Cancelled).

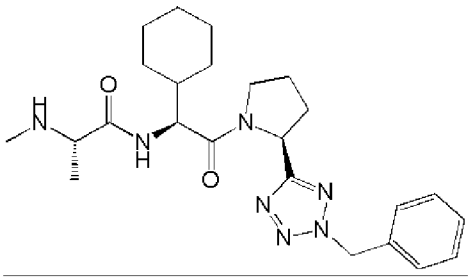
26. (Currently Amended) A compound selected from the group consisting of



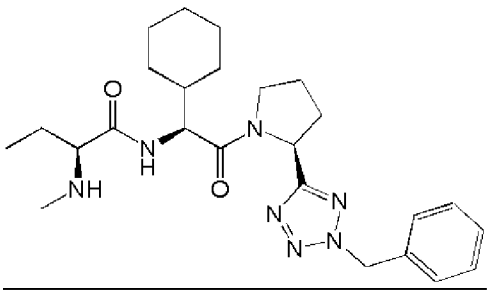
(S)-N-{(S)-1-Cyclohexyl-2-oxo-2-[(S)-2-(3-phenoxy-phenyl)-pyrrolidin-1-yl]-ethyl}-2-methylamino-propionamide;



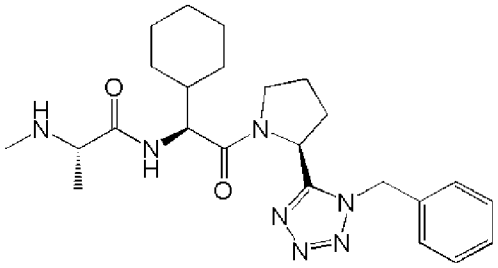
(S)-N-{(S)-1-Cyclohexyl-2 -oxo-2-[(S)-2-(3-phenylsulfanyl-phenyl)-pyrrolidin-1-yl]ethyl}-2-methylamino-propionamide;



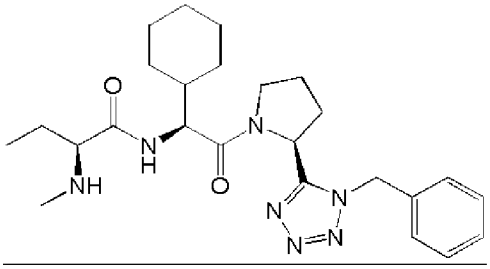
(S)-N-{(S)-2-[(S)-2-(2-Benzyl-2H-tetrazol-5-yl)-pyrrolidin-1-yl]-1-cyclohexyl-2-oxoethyl}-2-methylamino-propionamide;



(S)-N-{(S)-2-[(S)-2-(2-Benzyl-2H-tetrazol-5-yl)-pyrrolidin-1-yl]-1-cyclohexyl-2-oxoethyl}-2-methylamino-butyramide;

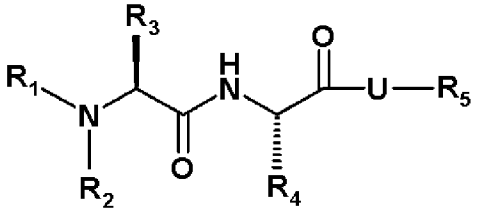


(S)-N-{(S)-2-[(S)-2-(1-Benzyl-1H-tetrazol-5-yl)-pyrrolidin-1-yl]-1-cyclohexyl-2-oxoethyl}-2-methylamino-propionamide; and



(S)-N-{(S)-2-[(S)-2-(1-Benzyl-1 H-tetrazol-5-yl)-pyrrolidin-1-yl]-1-cyclohexyl-2-oxoethyl}-2-methylamino-butyramide; ~~and pharmaceutically accpetable salts thereof~~ or a pharmaceutically acceptable salt thereof.

27. (New) A compound of formula (IV)



IV

wherein

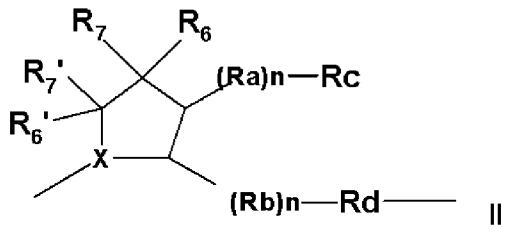
R_1 and R_3 are each independently methyl or ethyl;

R_2 is H, methyl, ethyl, chloromethyl, dichloromethyl or trifluoromethyl;

R_4 is C_1-C_4alkyl or C_3-C_7 cycloalkyl;

R_5 is H;

U is a structure of formula (II)



II

where

(a) X is N;

R_6, R'_6, R_7 and R'_7 are H;

n is 0;

Rc is H;

Rd is Ar_1–D– Ar_2, where Ar_1 and Ar_2 are each independently a substituted or unsubstituted phenyl or het, and D is C_1 alkyl which is optionally substituted with halo;

(b) X is N;

R_6, R'_6, R_7, and R'_7 are H; or

R_6 is -C(O)-C_1-C_4alkyl-phenyl and R'_6, R_7, and R'_7 are H;

n is O;

Rc is H;

Rd is Ar_1–D– Ar_2, wherein Ar_1 and Ar_2 are each independently a substituted or unsubstituted phenyl or het, and D is N(Rh), where Rh is H, Me, -CHO, -SO_2, -C(O), -CHOH, -CF_3 or –SO_2CH_3;

(c) X is N;

R_6, R'_6, R_7, and R'_7 are H;

n is O;

Rc is H;

Rd is Ar_1–D– Ar_2, where Ar_1 and Ar_2 are each independently a substituted or unsubstituted phenyl or het, and D is -O-; or

(d) X is N;

R_6, R'_6, R_7, and R'_7 are H;

n is O;

Rc is H;

Rd is Ar_1–D– Ar_2, where Ar_1 and Ar_2 are each independently a substituted or unsubstituted phenyl or het, and D is S, S(O), or $S(O)_2$;

(e) X is N;

R_6, R'_6, R_7, and R'_7 are H;

n is O;

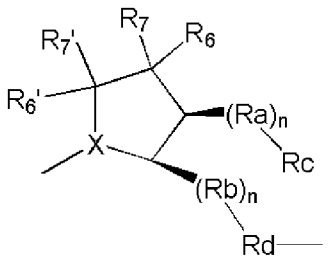
Rc is H;

Rd is Ar_1–D– Ar_2;

Ar_1 and Ar_2 are each independently a substituted or unsubstituted phenyl or het, and D is C(O);

or a pharmaceutically acceptable salt thereof.

28. (New) The compound of Claim 27 wherein U has a structure of formula V



V

or a pharmaceutically acceptable salt thereof.

29. (New) The compound of Claim 28 wherein

(a) X is N;

R_6, R'_6, R_7 and R'_7 are H;

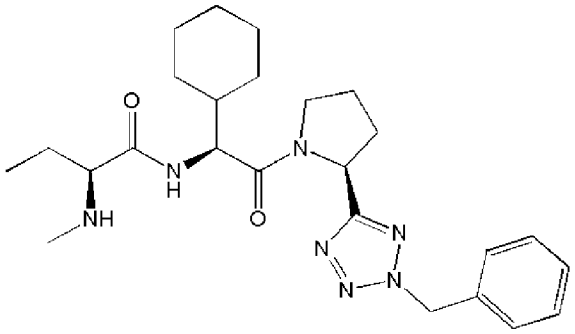
n is 0;

Rc is H;

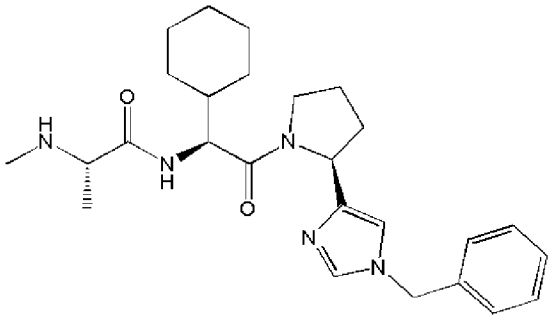
Rd is Ar_1–D– Ar_2, where Ar_1 and Ar_2 are each independently a substituted or unsubstituted phenyl or het selected from the group consisting of tetrazolyl, 1,2,3-triazole, pyrazole, oxazole, pyrrolyl, triazine, pyrimidine, imidazole, and oxadiazole, and D is C_1 alkyl which is optionally substituted with halo;

or a pharmaceutically acceptable salt thereof.

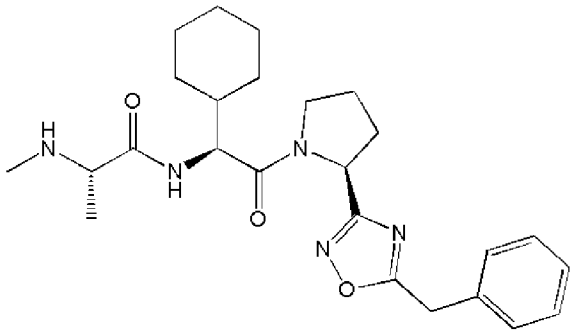
30. (New) The compound of Claim 29 selected from the group consisting of



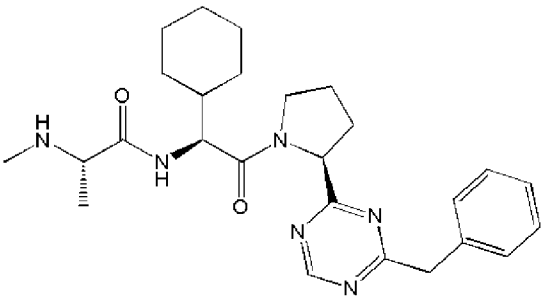
N-[(1S)-1-cyclohexyl-2-oxo-2-[(2S)-2-[2-(phenylmethyl)-2H-tetrazol-5-yl]-1-pyrrolidinyl]ethyl]-2-(methylamino)-(2S)-butanamide;



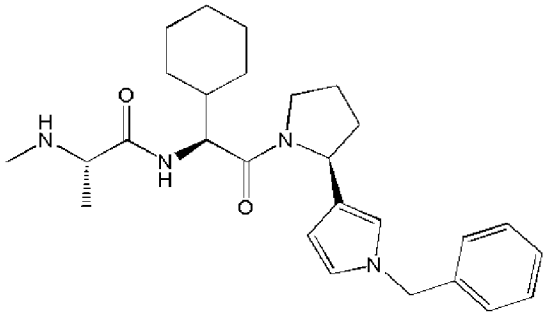
N-[(1S)-1-cyclohexyl-2-oxo-2-[(2S)-2-[1-(phenylmethyl)-1H-imidazol-4-yl]-1-pyrrolidinyl]ethyl]-2-(methylamino)-(2S)-propanamide;



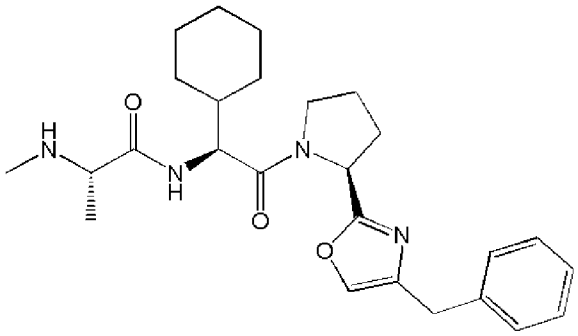
N-[(1S)-1-cyclohexyl-2-oxo-2-[(2S)-2-[5-(phenylmethyl)-1,2,4-oxadiazol-3-yl]-1-pyrrolidinyl]ethyl]-2-(methylamino)-(2S)-propanamide;



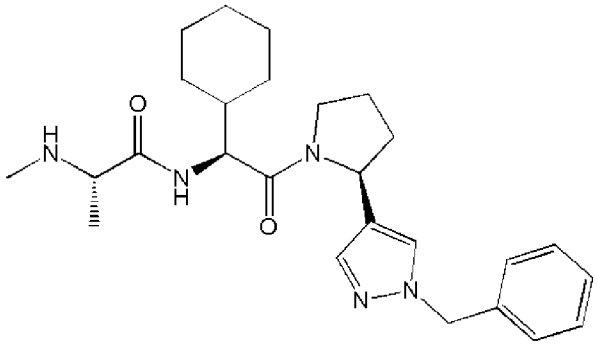
N-[(1S)-1-cyclohexyl-2-oxo-2-[(2S)-2-[4-(phenylmethyl)-1,3,5-triazin-2-yl]-1-pyrrolidinyl]ethyl]-2-(methylamino)-(2S)-propanamide;



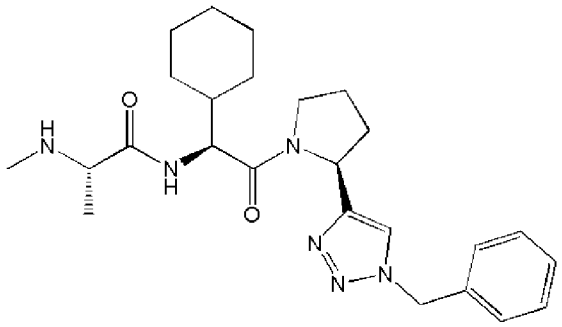
N-[(1S)-1-cyclohexyl-2-oxo-2-[(2S)-2-[1-(phenylmethyl)-1H-pyrrol-3-yl]-1-pyrrolidinyl]ethyl]-2-(methylamino)-(2S)-propanamide;



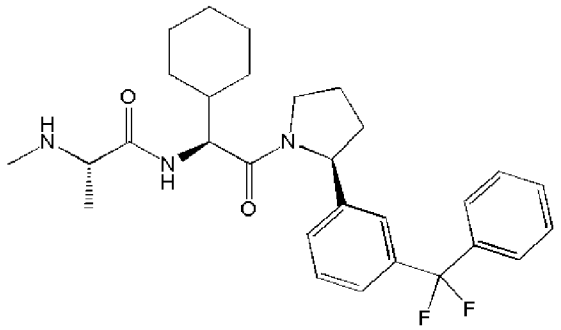
N-[(1S)-1-cyclohexyl-2-oxo-2-[(2S)-2-[4-(phenylmethyl)-2-oxazolyl]-1-pyrrolidinyl]ethyl]-2-(methylamino)-(2S)-propanamide;



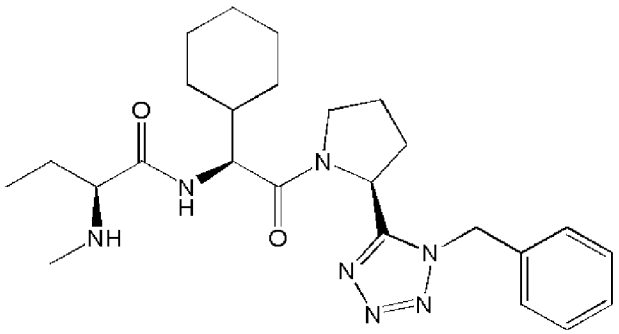
N-[(1S)-1-cyclohexyl-2-oxo-2-[(2S)-2-[1-(phenylmethyl)-1H-pyrazol-4-yl]-1-pyrrolidinyl]ethyl]-2-(methylamino)-(2S)-propanamide;



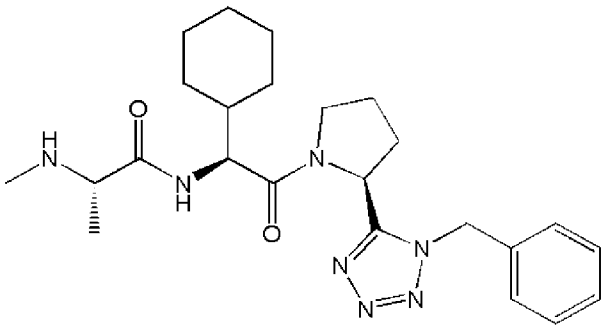
N-[(1S)-1-cyclohexyl-2-oxo-2-[(2S)-2-[1-(phenylmethyl)-1H-1,2,3-triazol-4-yl]-1-pyrrolidinyl]ethyl]-2-(methylamino)-(2S)-propanamide;



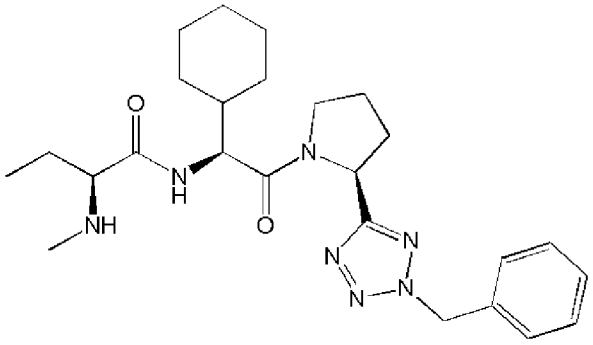
N-[(1S)-1-cyclohexyl-2-[(2S)-2-[3-(difluorophenylmethyl)phenyl]-1-pyrrolidinyl]-2-oxoethyl]-2-(methylamino)-(2S)-propanamide;



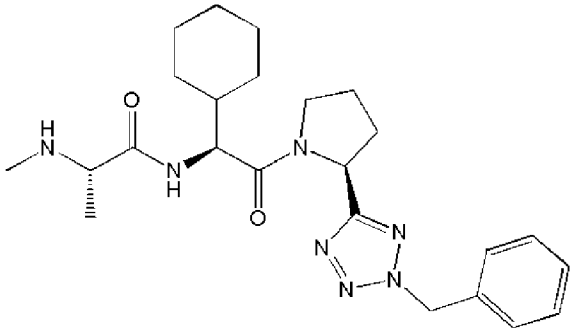
N-[(1S)-1-cyclohexyl-2-oxo-2-[(2S)-2-[1-(phenylmethyl)-1H-tetrazol-5-yl]-1-pyrrolidinyl]ethyl]-2-(methylamino)-(2S)-butanamide;



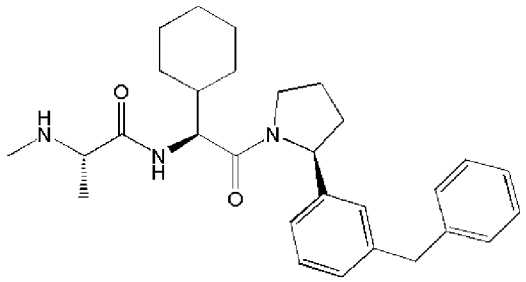
N-[(1S)-1-cyclohexyl-2-oxo-2-[(2S)-2-[1-(phenylmethyl)-1H-tetrazol-5-yl]-1-pyrrolidinyl]ethyl]-2-(methylamino)-(2S)-propanamide;



N-[(1S)-1-cyclohexyl-2-oxo-2-[(2S)-2-[2-(phenylmethyl)-2H-tetrazol-5-yl]-1-pyrrolidinyl]ethyl]-2-(methylamino)-(2S)-butanamide;



N-[(1S)-1-cyclohexyl-2-oxo-2-[(2S)-2-[2-(phenylmethyl)-2H-tetrazol-5-yl]-1-pyrrolidinyl]ethyl]-2-(methylamino)-(2S)-propanamide; and



N-[(1S)-1-cyclohexyl-2-oxo-2-[(2S)-2-[3-(phenylmethyl)phenyl]-1-pyrrolidinyl]ethyl]-2-(methylamino)-(2S)-propanamide;

or a pharmaceutically acceptable salt thereof.

31. (New) The compound of Claim 28 wherein

(b) X is N;

R_6, R'_6, R_7, and R'_7 are H; or

R_6 is -C(O)-C_1-C_4alkyl-phenyl and R'_6, R_7, and R'_7 are H;

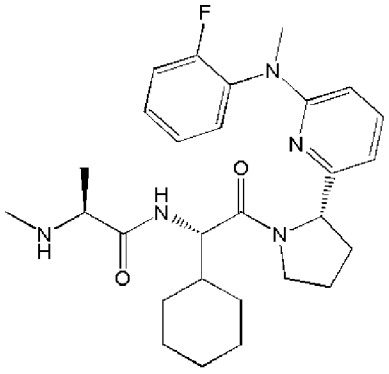
n is O;

Rc is H;

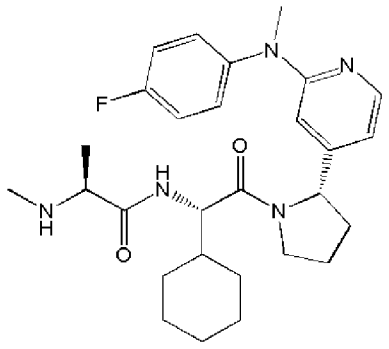
Rd is Ar_1–D– Ar_2, wherein Ar_1 and Ar_2 are each independently a substituted or unsubstituted phenyl or het selected from the group consisting of triazine, pyrimidine, pyridine, and oxazole, and D is N(Rh), where Rh is H, Me, -CHO, -SO_2, -CH_2OH, -CF_3 or –SO_2CH_3;

or a pharmaceutically acceptable salt thereof.

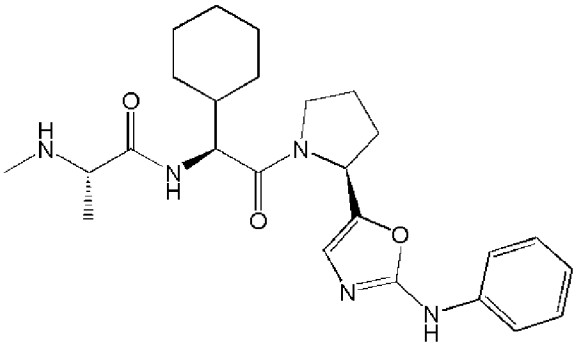
32. (New) The compound of Claim 31 selected from the group consisting of



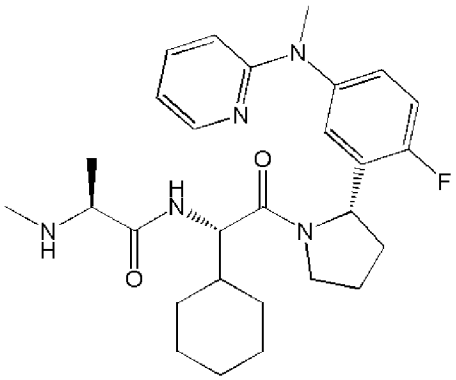
N-[(1S)-1-cyclohexyl-2-[(2S)-2-[6-[(2-fluorophenyl)methylamino]-2-pyridinyl]-1-pyrrolidinyl]-2-oxoethyl]-2-(methylamino)-(2S)-propanamide;



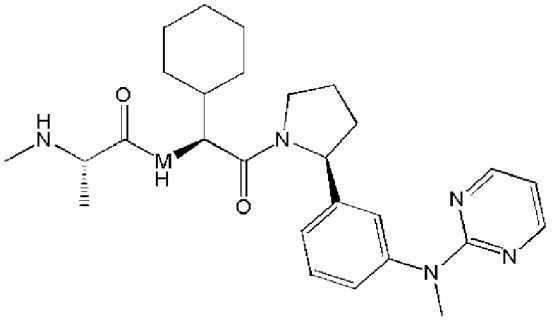
N-[(1S)-1-cyclohexyl-2-[(2S)-2-[2-[(4-fluorophenyl)methylamino]-4-pyridinyl]-1-pyrrolidinyl]-2-oxoethyl]-2-(methylamino)-(2S)-propanamide;



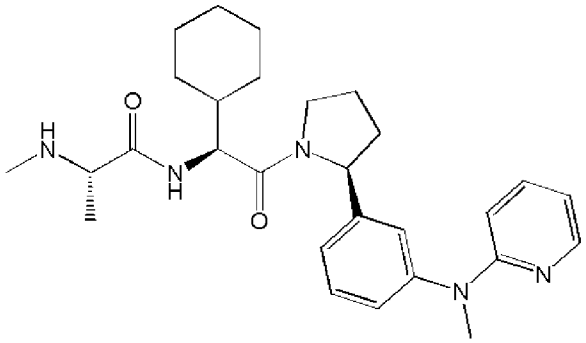
N-[(1S)-1-cyclohexyl-2-oxo-2-[(2S)-2-[2-(phenylamino)-5-oxazolyl]-1-pyrrolidinyl]ethyl]-2-(methylamino)-(2S)-propanamide;



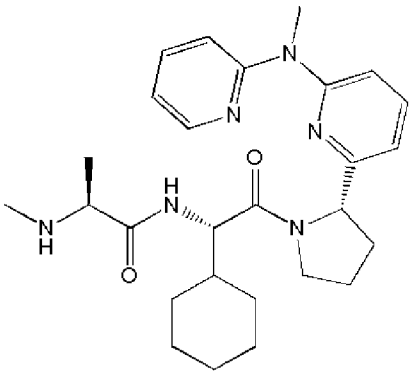
N-[(1S)-1-cyclohexyl-2-[(2S)-2-[2-fluoro-5-(methyl-2-pyridinylamino)phenyl]-1-pyrrolidinyl]-2-oxoethyl]-2-(methylamino)-(2S)-propanamide;



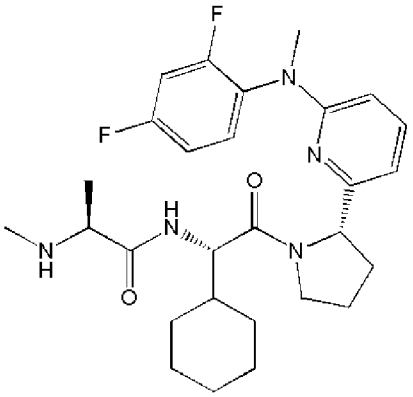
N-[(1S)-1-cyclohexyl-2-[(2S)-2-[3-(methyl-2-pyrimidinylamino)phenyl]-1-pyrrolidinyl]-2-oxoethyl]-2-(methylamino)-(2S)-propanamide;



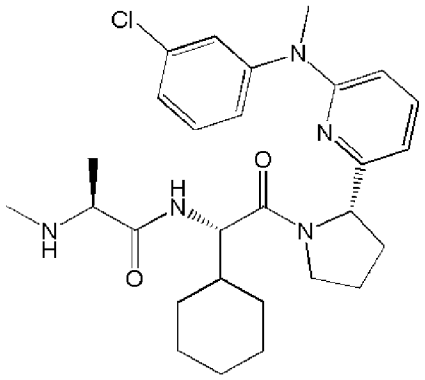
N-[(1S)-1-cyclohexyl-2-[(2S)-2-[3-(methyl-2-pyridinylamino)phenyl]-1-pyrrolidinyl]-2-oxoethyl]-2-(methylamino)-(2S)-propanamide;



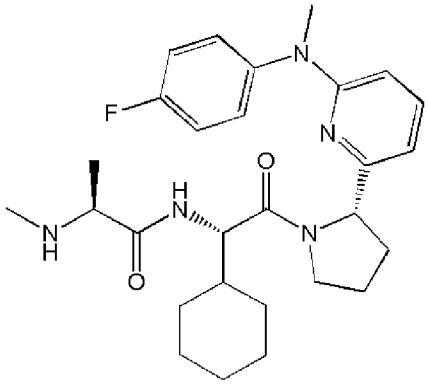
N-[(1S)-1-cyclohexyl-2-[(2S)-2-[6-(methyl-2-pyridinylamino)-2-pyridinyl]-1-pyrrolidinyl]-2-oxoethyl]-2-(methylamino)-(2S)-propanamide;



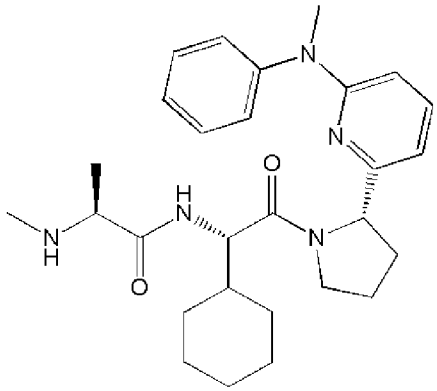
N-[(1S)-1-cyclohexyl-2-[(2S)-2-[6-[(2,4-difluorophenyl)methylamino]-2-pyridinyl]-1-pyrrolidinyl]-2-oxoethyl]-2-(methylamino)-(2S)-propanamide;



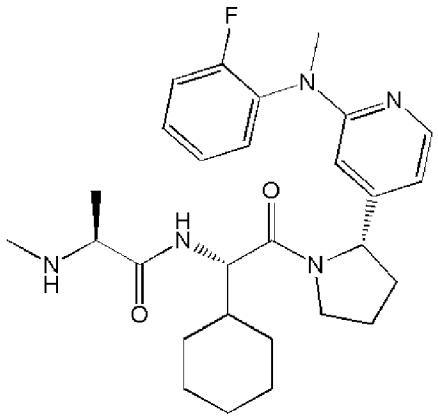
N-[(1S)-2-[(2S)-2-[6-[(3-chlorophenyl)methylamino]-2-pyridinyl]-1-pyrrolidinyl]-1-cyclohexyl-2-oxoethyl]-2-(methylamino)-(2S)-propanamide;



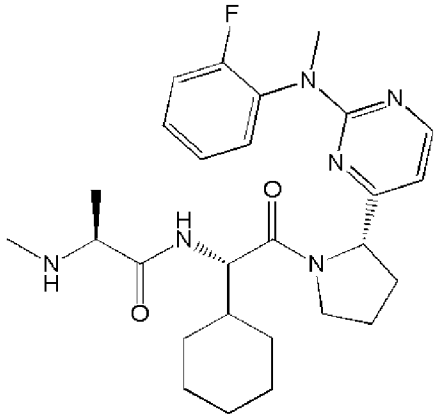
N-[(1S)-1-cyclohexyl-2-[(2S)-2-[6-[(4-fluorophenyl)methylamino]-2-pyridinyl]-1-pyrrolidinyl]-2-oxoethyl]-2-(methylamino)-(2S)-propanamide;



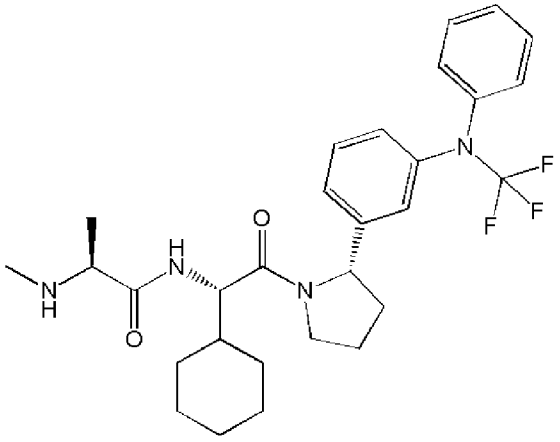
N-[(1S)-1-cyclohexyl-2-[(2S)-2-[6-(methylphenylamino)-2-pyridinyl]-1-pyrrolidinyl]-2-oxoethyl]-2-(methylamino)-(2S)-propanamide;



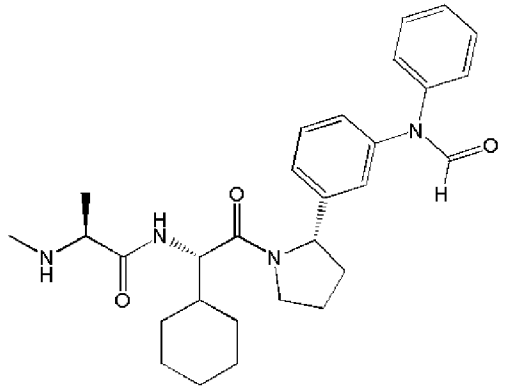
N-[(1S)-1-cyclohexyl-2-[(2S)-2-[2-[(2-fluorophenyl)methylamino]-4-pyridinyl]-1-pyrrolidinyl]-2-oxoethyl]-2-(methylamino)-(2S)-propanamide;



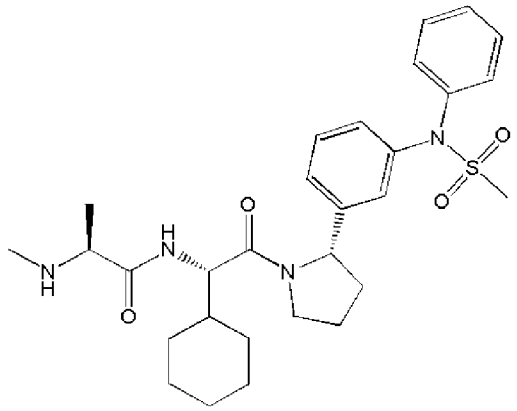
N-[(1S)-1-cyclohexyl-2-[(2S)-2-[2-[(2-fluorophenyl)methylamino]-4-pyrimidinyl]-1-pyrrolidinyl]-2-oxoethyl]-2-(methylamino) (2S)-propanamide;



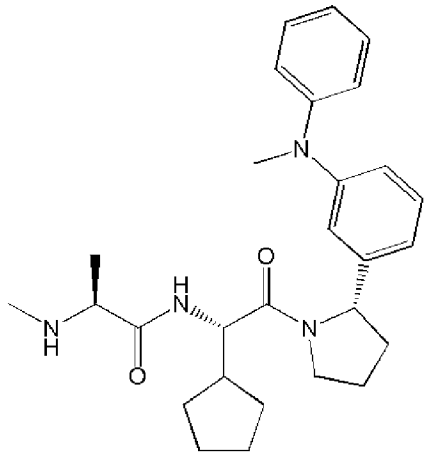
N-[(1S)-1-cyclohexyl-2-oxo-2-[(2S)-2-[3-[phenyl(trifluoromethyl)amino]phenyl]-1-pyrrolidinyl]ethyl]-2-(methylamino)-(2S)-propanamide;



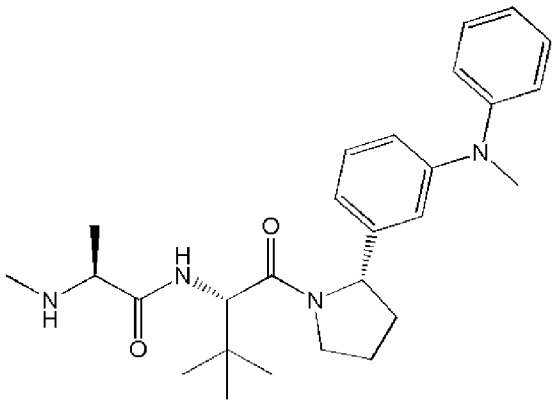
N-[(1S)-1-cyclohexyl-2-[(2S)-2-[3-(formylphenylamino)phenyl]-1-pyrrolidinyl]-2-oxoethyl]-2-(methylamino)-(2S)-propanamide;



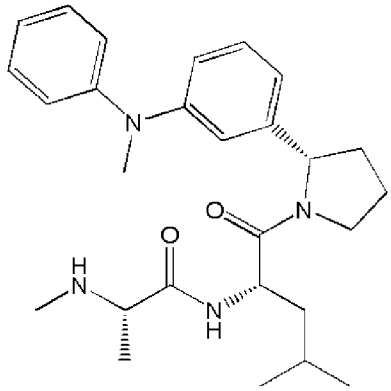
N-[(1S)-1-cyclohexyl-2-[(2S)-2-[3-[(methylsulfonyl)phenylamino]phenyl]-1-pyrrolidinyl]-2-oxoethyl]-2-(methylamino)-(2S)-propanamide;



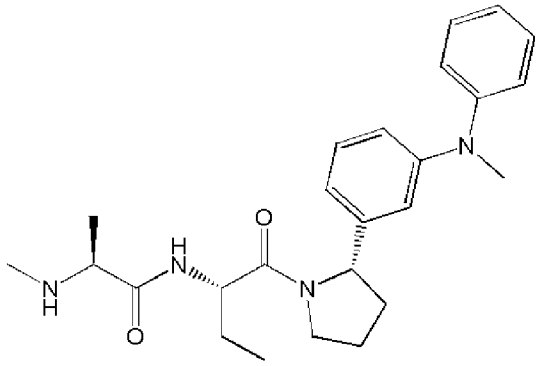
N-[(1S)-1-cyclopentyl-2-[(2S)-2-[3-(methylphenylamino)phenyl]-1-pyrrolidinyl]-2-oxoethyl]-2-(methylamino)-(2S)-propanamide;



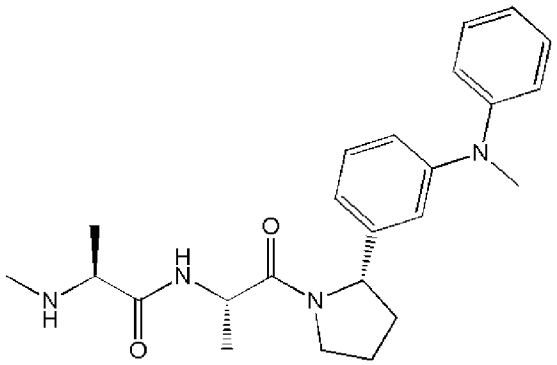
N-[(1S)-2,2-dimethyl-1-[[(2S)-2-[3-(methylphenylamino)phenyl]-1-pyrrolidinyl]carbonyl]propyl]-2-(methylamino)-(2S)-propanamide;



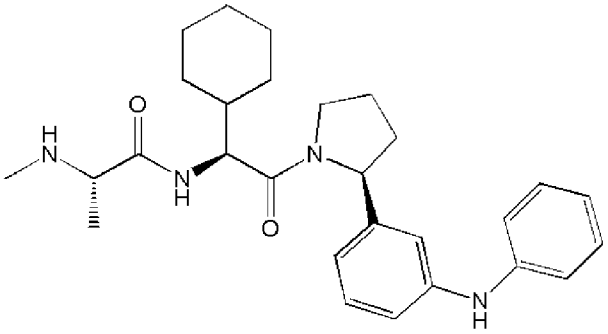
2-(methylamino)-N-[(1S)-3-methyl-1-[[(2S)-2-[3-(methylphenylamino)phenyl]-1-pyrrolidinyl]carbonyl]butyl]-(2S)-propanamide,



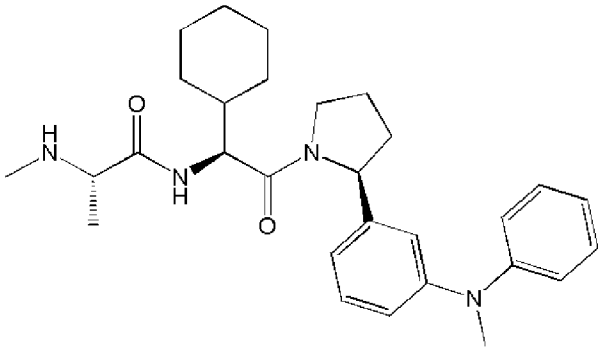
2-(methylamino)-N-[(1S)-1-[[(2S)-2-[3-(methylphenylamino)phenyl]-1-pyrrolidinyl]carbonyl]propyl]-(2S)-propanamide;



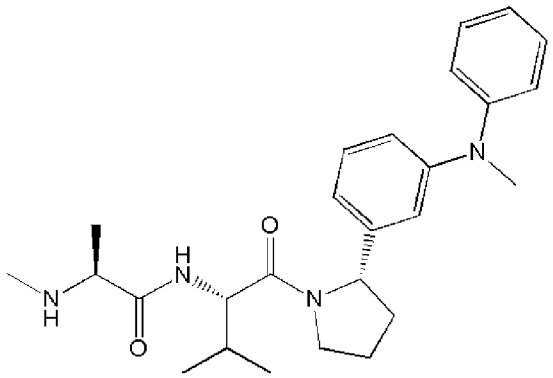
2-(methylamino)-N-[(1S)-1-methyl-2-[(2S)-2-[3-(methylphenylamino)phenyl]-1-pyrrolidinyl]-2-oxoethyl]-(2S)-propanamide;



N-[(1S)-1-cyclohexyl-2-oxo-2-[(2S)-2-[3-(phenylamino)phenyl]-1-pyrrolidinyl]ethyl]-2-(methylamino)-(2S)-propanamide;



N-[(1S)-1-cyclohexyl-2-[(2S)-2-[3-(methylphenylamino)phenyl]-1-pyrrolidinyl]-2-oxoethyl]-2-(methylamino)-(2S)-propanamide; and



2-(methylamino)-N-[(1S)-2-methyl-1-[[(2S)-2-[3-(methylphenylamino)phenyl]-1-pyrrolidinyl]carbonyl]propyl]-(2S)-propanamide;

or a pharmaceutically acceptable salt thereof.

33. (New) The compound of Claim 28 wherein

(c) X is N;

R_6, R'_6, R_7, and R'_7 are H;

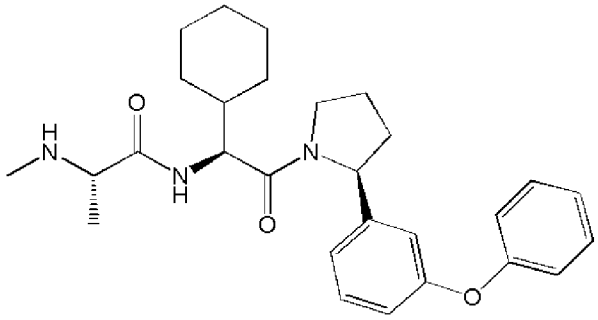
n is O;

Rc is H;

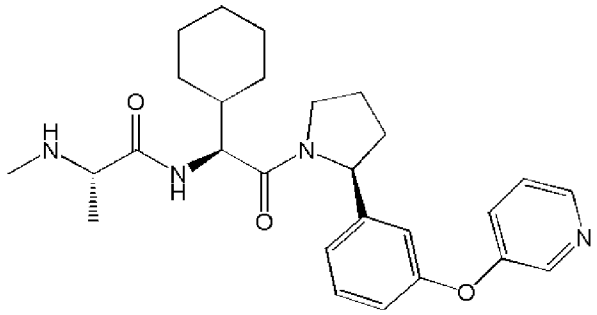
Rd is Ar_1–D– Ar_2, where Ar_1 and Ar_2 are each independently a substituted or unsubstituted phenyl or het selected from the group consisting of pyrimidine, pyridine, oxazole, and 2-methyloxazole, and D is -O-;

or a pharmaceutically acceptable salt thereof.

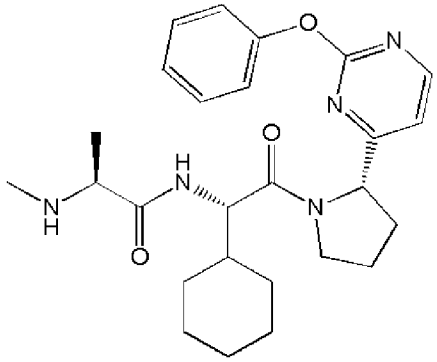
34. (New) The compound of Claim 33 selected from the group consisting of



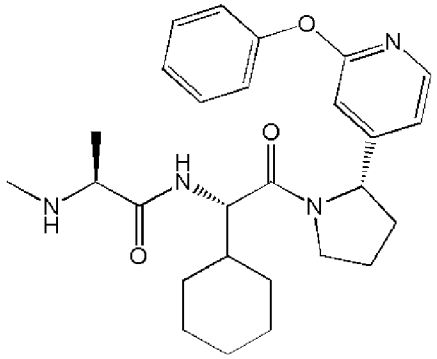
N-[(1S)-1-cyclohexyl-2-oxo-2-[(2S)-2-(3-phenoxyphenyl)-1-pyrrolidinyl]ethyl]-2-(methylamino)-(2S)-propanamide;



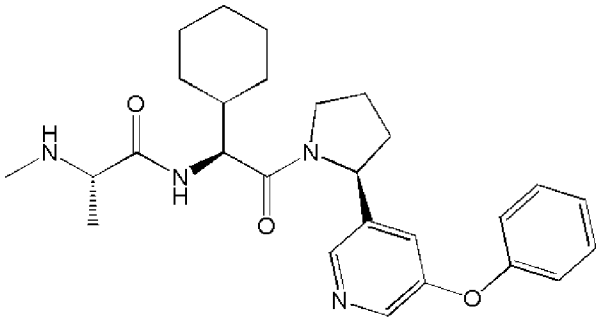
N-[(1S)-1-cyclohexyl-2-oxo-2-[(2S)-2-[3-(3-pyridinyloxy)phenyl]-1-pyrrolidinyl]ethyl]-2-(methylamino)-(2S)-propanamide;



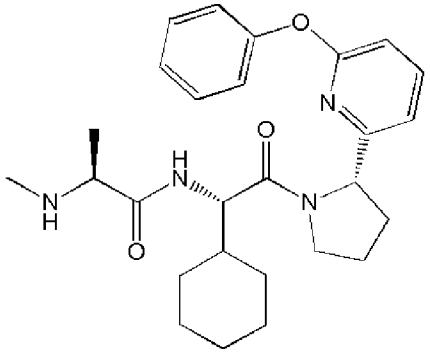
N-[(1S)-1-cyclohexyl-2-oxo-2-[(2S)-2-(2-phenoxy-4-pyrimidinyl)-1-pyrrolidinyl]ethyl]-2-(methylamino)-(2S)-propanamide;



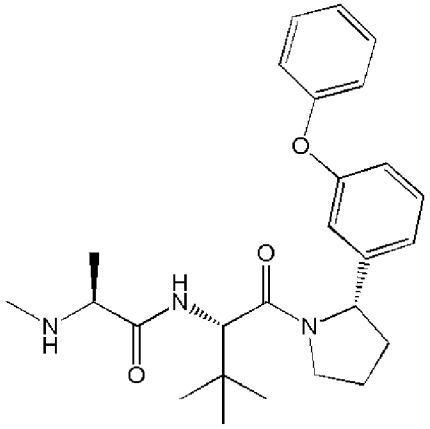
N-[(1S)-1-cyclohexyl-2-oxo-2-[(2S)-2-(2-phenoxy-4-pyridinyl)-1-pyrrolidinyl]ethyl]-2-(methylamino)-(2S)-propanamide;



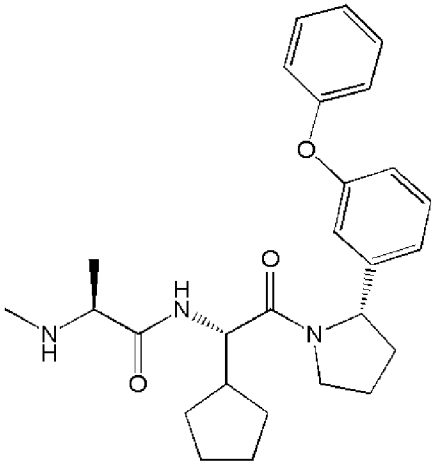
N-[(1S)-1-cyclohexyl-2-oxo-2-[(2S)-2-(5-phenoxy-3-pyridinyl)-1-pyrrolidinyl]ethyl]-2-(methylamino)-(2S)-propanamide;



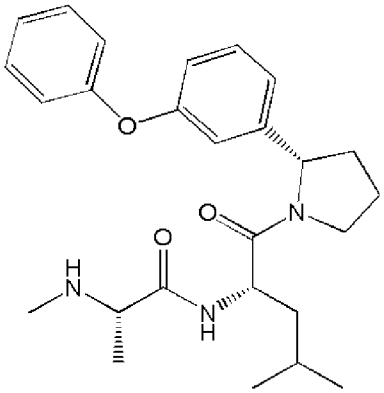
N-[(1S)-1-cyclohexyl-2-oxo-2-[(2S)-2-(6-phenoxy-2-pyridinyl)-1-pyrrolidinyl]ethyl]-2-(methylamino)-(2S)-propanamide;



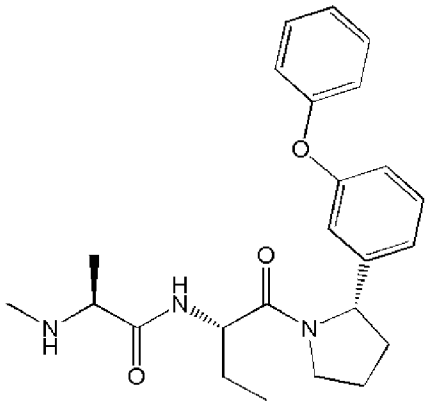
N-[(1S)-2,2-dimethyl-1-[[(2S)-2-(3-phenoxyphenyl)-1-pyrrolidinyl]carbonyl]propyl]-2-(methylamino)-(2S)-propanamide;



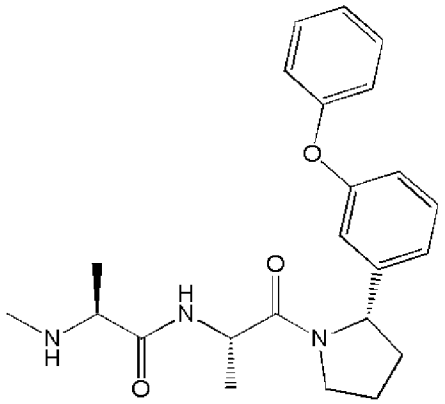
N-[(1S)-1-cyclopentyl-2-oxo-2-[(2S)-2-(3-phenoxyphenyl)-1-pyrrolidinyl]ethyl]-2-(methylamino)-(2S)-propanamide;



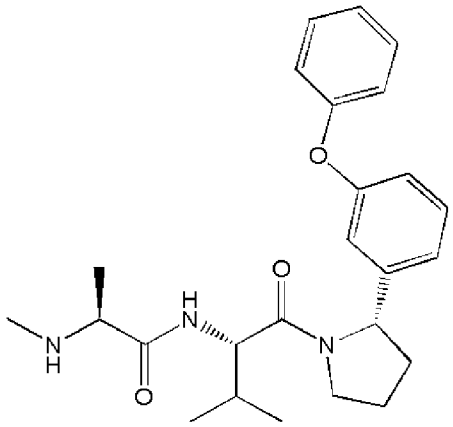
2-(methylamino)-N-[(1S)-3-methyl-1-[[(2S)-2-(3-phenoxyphenyl)-1-pyrrolidinyl]carbonyl]butyl]-(2S)-propanamide;



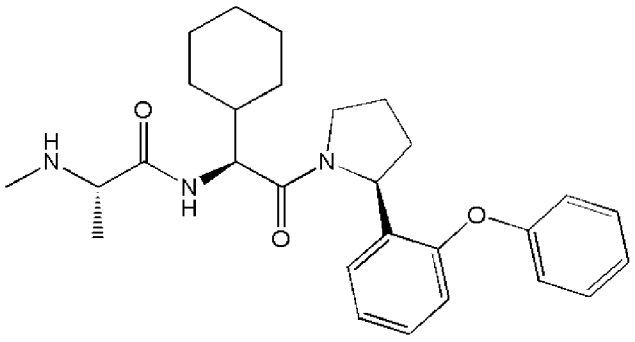
2-(methylamino)-N-[(1S)-1-[[(2S)-2-(3-phenoxyphenyl)-1-pyrrolidinyl]carbonyl]propyl]-(2S)-propanamide;



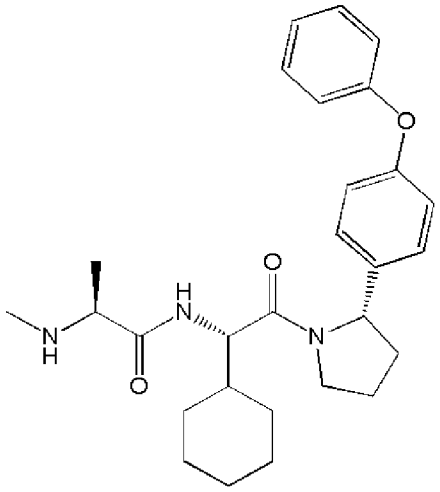
2-(methylamino)-N-[(1S)-1-methyl-2-oxo-2-[(2S)-2-(3-phenoxyphenyl)-1-pyrrolidinyl]ethyl]- (2S)-propanamide;



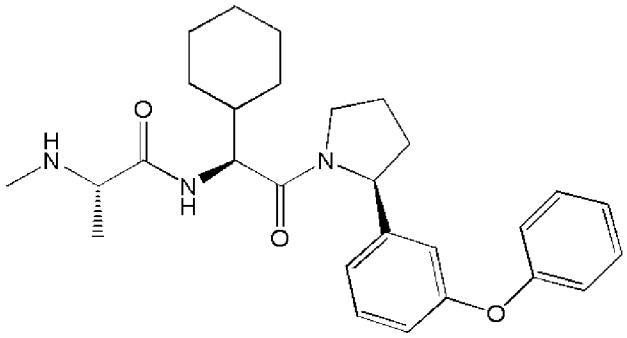
2-(methylamino)-N-[(1S)-2-methyl-1-[[(2S)-2-(3-phenoxyphenyl)-1-pyrrolidinyl]carbonyl]propyl]-(2S)-propanamide;



N-[(1S)-1-cyclohexyl-2-oxo-2-[(2S)-2-(2-phenoxyphenyl)-1-pyrrolidinyl]ethyl]-2-(methylamino)-(2S)-propanamide;



N-[(1S)-1-cyclohexyl-2-oxo-2-[(2S)-2-(4-phenoxyphenyl)-1-pyrrolidinyl]ethyl]-2-(methylamino)-(2S)-propanamide; and



N-[(1S)-1-cyclohexyl-2-oxo-2-[(2S)-2-(3-phenoxyphenyl)-1-pyrrolidinyl]ethyl]-2-(methylamino)-(2S)-propanamide;

or a pharmaceutically acceptable salt thereof.

35. (New) The compound of Claim 28 wherein

(d) X is N;

R_6, R'_6, R_7, and R'_7 are H;

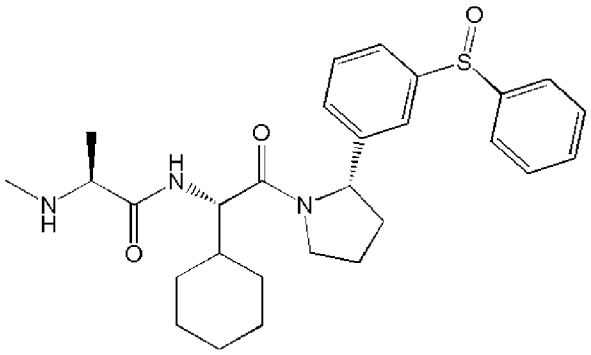
n is O;

Rc is H;

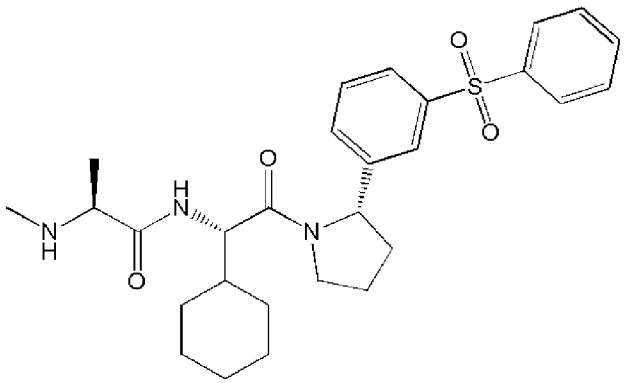
Rd is Ar_1–D– Ar_2, where Ar_1 and Ar_2 are each independently a substituted or unsubstituted phenyl or het, and D is S, S(O), or $S(O)_2$;

or a pharmaceutically acceptable salt thereof.

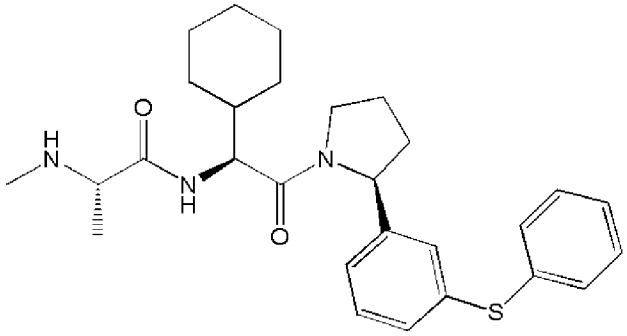
36. (New) The compound of Claim 35 selected from the group consisting of



N-[(1S)-1-cyclohexyl-2-oxo-2-[(2S)-2-[3-(phenylsulfinyl)phenyl]-1-pyrrolidinyl]ethyl]-2-(methylamino)-(2S)-propanamide;



N-[(1S)-1-cyclohexyl-2-oxo-2-[(2S)-2-[3-(phenylsulfonyl)phenyl]-1-pyrrolidinyl]ethyl]-2-(methylamino)-(2S)-propanamide; and



N-[(1S)-1-cyclohexyl-2-oxo-2-[(2S)-2-[3-(phenylthio)phenyl]-1-pyrrolidinyl]ethyl]-2-(methylamino)-(2S)-propanamide;

or a pharmaceutically acceptable salt thereof.

37. (New) The compound of Claim 28 wherein

(e) X is N;

R_6, R'_6, R_7, and R'_7 are H;

n is O;

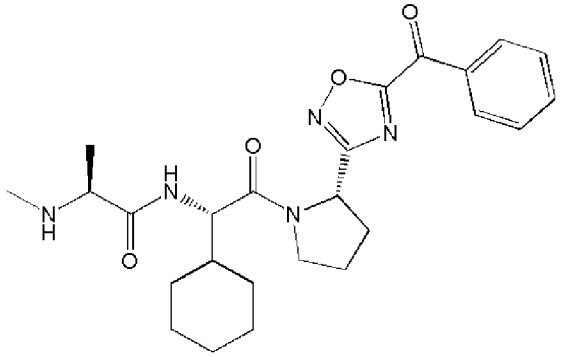
Rc is H;

Rd is Ar_1–D– Ar_2;

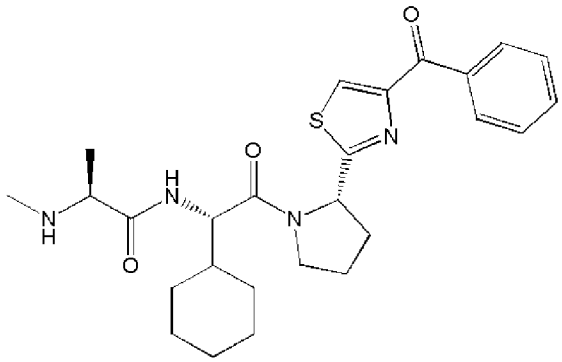
Ar_1 and Ar_2 are each independently a substituted or unsubstituted phenyl or het selected from the group consisting of oxazole, thiazole and oxadiazole, and D is C(O);

or a pharmaceutically acceptable salt thereof.

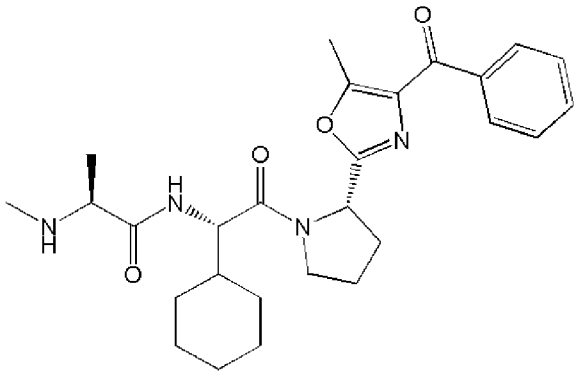
38. (New) The compound of Claim 37 selected from the group consisting of



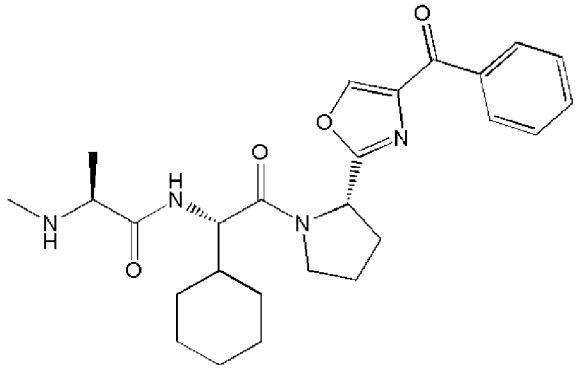
N-[(1S)-2-[(2S)-2-(5-benzoyl-1,2,4-oxadiazol-3-yl)-1-pyrrolidinyl]-1-cyclohexyl-2-oxoethyl]-2-(methylamino)-(2S)-propanamide;



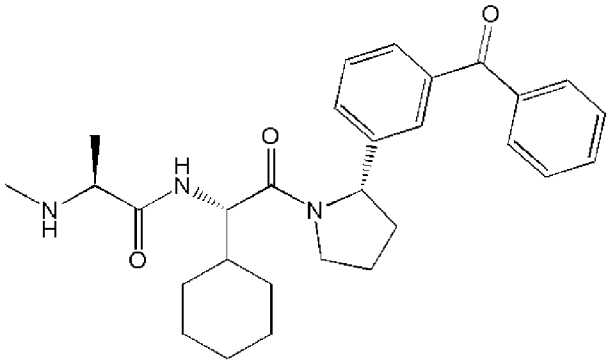
N-[(1S)-2-[(2S)-2-(4-benzoyl-2-thiazolyl)-1-pyrrolidinyl]-1-cyclohexyl-2-oxoethyl]-2-(methylamino)-(2S)-propanamide;



N-[(1S)-2-[(2S)-2-(4-benzoyl-5-methyl-2-oxazolyl)-1-pyrrolidinyl]-1-cyclohexyl-2-oxoethyl]-2-(methylamino)-(2S)-propanamide;



N-[(1S)-2-[(2S)-2-(4-benzoyl-2-oxazolyl)-1-pyrrolidinyl]-1-cyclohexyl-2-oxoethyl]-2-(methylamino)-(2S)-propanamide; and



N-[(1S)-2-[(2S)-2-(3-benzoylphenyl)-1-pyrrolidinyl]-1-cyclohexyl-2-oxoethyl]-2-(methylamino)-(2S)-propanamide;

or a pharmaceutically acceptable salt thereof.